



DJJ Transportation Services, Inc. MAR 9 '98

a subsidiary of

The David J. Joseph Company

RECORDATION NO. 21215-A

FILED

4-34 PM

February 12, 1998

RECORDATION NO. 21216-A

FILED

MAR 9 '98

4-34 PM

MAR 9 4 34 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Rights and of the Memorandum of Assignment and Assumption Agreement both dated January 30, 1998 between the following parties:

Seller: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, Ohio 45202

Buyer: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45202

Please see the Schedule I's attached hereto, for the Equipment involved in these transactions.

The leases to which these documents are connected are recorded under Recordation Nos. 21215 and 21216.

Please file these agreements as secondary documents. The fee of \$48.00 is included in the check number 425090 in the amount of \$72.00 that has already been mailed to you.

Sincerely,

THE DAVID J. JOSEPH COMPANY

*Shelley B. Bacon*

Shelley B. Bacon  
Contract Assistant

Enclosures

# SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001


OFFICE OF THE SECRETARY  
Shelley B. Bacon  
DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, Ohio 45202-4214

DATE: 3/9/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C  
11301 and 49 CFR 1177.3 (c), on 3/9/98 ✓ at 4:34PM , and  
assigned recordation numbers (s). 21215-A and 21216-A.

Sincerely Yours,

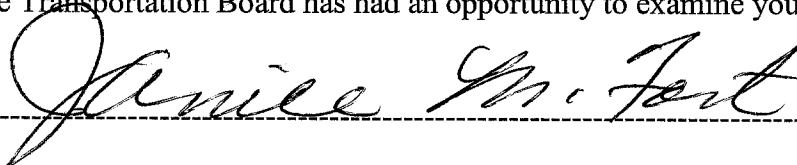
  
Vernon A. Williams  
Secretary

Enclosure(s)

48.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----



MAR 9 '98

4-34 PM

**MEMORANDUM OF RIGHTS**

This Memorandum of Rights is entered into as of the 30<sup>th</sup> day of January, 1998, by and between DJJ Transportation Services, Inc., a Delaware corporation ("Seller") and The Fifth Third Leasing Company, an Ohio corporation ("Buyer").

**WITNESSETH:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of January 30, 1998 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the leases identified on Schedule I (the "Leases");

WHEREAS, in connection with and pursuant to the Agreement, Buyer granted Seller certain rights (the "Rights"), which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the Rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said Rights. A description of the Rights will be provided to interested parties upon written request sent to Buyer or Seller at the following addresses:

BUYER: Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, Oh 45263  
Attention: David A. Jackson

SELLER: DJJ Transportation Services, Inc.  
Transportation Services Division  
300 Pike Street  
Cincinnati, OH 45202  
Attention: Vice President

Upon expiration or termination of said Rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board terminating said Rights of record.

This Memorandum of Rights, being further documentation of the transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

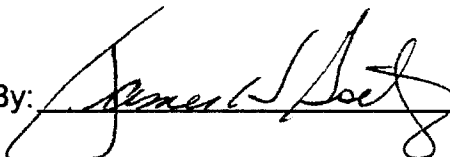
IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Rights as of the date and year first above written.

Signed and acknowledged  
in the presence of:

Linda M. Baughman

Naitee Blair

**DJJ TRANSPORTATION SERVICES, INC.**

By: 

Name: James H. Goetz

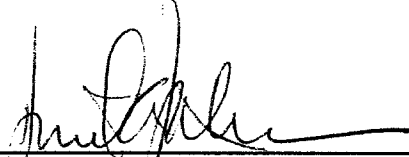
Title: Vice President

Signed and acknowledged  
in the presence of:



Linda M. Baughman

**THE FIFTH THIRD LEASING COMPANY**

By: 

Name: David A. Jackson

Title: Senior Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON    )

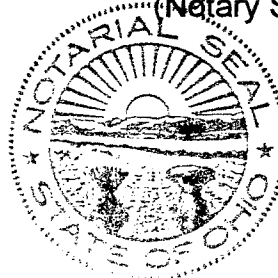
On this 30<sup>th</sup> day of January, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30<sup>th</sup> day of January, 1998.

Shelley B. Bacon  
(Notary Signature)

My commission expires:

July 22, 2002



SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 30<sup>th</sup> day of January, 1998, before me the subscriber,  
Sherry A. Franks, a Notary Public, duly commissioned, qualified  
and acting, within and for said County and State, appeared in person the  
within named David A. Jackson, to me personally known, who stated and  
acknowledged that he is the Senior Vice President of The Fifth Third Leasing  
Corporation, an Ohio corporation, and duly authorized by authority of the Board  
of Directors or By-laws of said corporation in his capacity as such officer to  
execute and acknowledge the foregoing instrument for and in the name and on  
behalf of said corporation and further stated and acknowledged that he has so  
signed, executed and delivered the foregoing instrument as the free and  
voluntary act and deed of said corporation, for the consideration, uses and  
purposes therein mentioned and set forth and desired that the same might be  
recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 30<sup>th</sup> day of January, 1998.

Sherry A. Franks

(Notary Signature)

My commission expires:

\_\_\_\_\_



SHERRY A. FRANKS  
Notary Public, State of Ohio  
My Commission Expires Jan. 13, 1999

**SCHEDULE I  
TO  
MEMORANDUM OF RIGHTS**

**CARS:** Two hundred (200) railcars bearing reporting marks as follows:

**DJLX 97800-97999, INCLUSIVE**

**LEASES:** Lease dated January 5, 1998, between Sunbelt Cement, Inc. and DJJ Transportation Services, Inc., and lease dated January 5, 1998, between FerroQuadrum S.A. de C.V. and DJJ Transportation Services, Inc.